AMENDMENT OF SOLICITATI	ON/MODIFICATI	ON OF CONT	RACT	1. Contract I		Page 1 Of 9
2. Amendment/Modification No.	3. Effective Date	4. Requisition/Pur	chase Req	l		(If applicable)
P00165	2003OCT17	SEE SC	HEDULE			
6. Issued By	Code W56HZV	7. Administered B		than Item 6)		Code S0507A
TACOM WARREN BLDG 231		DCMA SAN FR	ANCISCO			
AMSTA-AQ-AHLB		P.O. BOX 23				
H. TAYLOR BURLESON (586)574-8825 WARREN, MICHIGAN 48397-5000		700 EAST RO FRENCH CAMP				
HTTP://CONTRACTING.TACOM.ARMY.MIL		PRENCII CAMP	CA JJZ	31 0232		
EMAIL: BURLESOH@TACOM.ARMY.MIL			aan -	DAG MAN	4 D.D.	DIE
9 Name And Address Of Contractor (No. Street	est City County State and		SCD A	PAS NONE	ADP I	PT HQ0339
8. Name And Address Of Contractor (No., Stre	et, City, County, State and	i Zip Code)		9A. Amendmei	it Of Solicitation	I INO.
UNITED DEFENSE, L.P. GROUND SYSTEMS						
1205 COLEMAN AVENUE				9B. Dated (See	Item 11)	
PO BOX 58123				104 M-J:6:4	de Centre	1/OJ N
SANTA CLARA, CA. 95052-4368			X	10A. Modificat	tion Of Contrac	/Order No.
mype puginess, i and pusiness parfects	in in TI G			DAAE07-01-C-	M011	
TYPE BUSINESS: Large Business Perfo	ruing in 0.5.		_	10B. Dated (Se	e Item 13)	
Code 80212 Facility Code				2000DEC28		
11. T	HIS ITEM ONLY APPLI	ES TO AMENDME	NTS OF SC	DLICITATION	S	
The above numbered solicitation is amend	led as set forth in item 14.	The hour and date	specified fo	r receipt of Off	fers	
is extended, is not extended.						
Offers must acknowledge receipt of this ame						
(a) By completing items 8 and 15, and return offer submitted; or (c) By separate letter or						
ACKNOWLEDGMENT TO BE RECEIVED	0					
SPECIFIED MAY RESULT IN REJECTIO						
change may be made by telegram or letter, p opening hour and date specified.	provided each telegram or	letter makes referen	ce to the so	licitation and t	his amendment,	and is received prior to the
	quired)					
12. Accounting And Appropriation Data (If red ACRN: DM NET INCREASE: \$50,000.00	•					
13. THIS	ITEM ONLY APPLIES T	O MODIFICATION	S OF CON	TRACTS/ORI	DERS	
KIND MOD CODE: 6	It Modifies The Contra				JERO .	
A. This Change Order is Issued Pursual The Contract/Order No. In Item 10.				The Ch	anges Set Forth	In Item 14 Are Made In
B. The Above Numbered Contract/Ordo Set Forth In Item 14, Pursuant To T			Changes (su	ch as changes i	n paying office,	appropriation data, etc.)
C. This Supplemental Agreement Is End	ered Into Pursuant To Au	thority Of:				
X D. Other (Specify type of modification a	and authority) Exercise	Option				
E. IMPORTANT: Contractor is not,	X is required to sign	this document and	return	C	opies to the Issu	uing Office.
14. Description Of Amendment/Modification (<u> </u>				•	<u> </u>
•	•	3, 3		ŭ		,
SEE SECOND PAGE FOR DESCRIPTION						
Event as provided housin all tarms and condi-	tions of the decomment vefor	manaad in itam OA an	104 og bo	uotofouo ahona	ad namaina una	hanged and in full force
Except as provided herein, all terms and condi- and effect.	nons of the document refer	renced in item 9A or	TUA, as ne	retorore change	ed, remains unc	nangeu anu m run rorce
15A. Name And Title Of Signer (Type or print))			_	Officer (Type o	r print)
			T. KULCZYC TACOM.ARM	KI N.MIL (586)5	74-7004	
15B. Contractor/Offeror	15C. Date Signed	16B. United				16C. Date Signed
	J. J. J. J. S.					
(6:	_	Ву		/SIGNED/	\cc\	2003OCT17
(Signature of person authorized to sign) NSN 7540-01-152-8070		30-105-02	orgnature of	Contracting C		ORM 30 (REV. 10-83)

Reference No. of Document Being Continued

PIIN/SIIN DAAE07-01-C-M011

MOD/AMD P00165

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Name of Offeror or Contractor: UNITED DEFENSE, L.P.

SECTION A - SUPPLEMENTAL INFORMATION

- 1. This document is contract modification P00165 to Contract DAAE07-01-C-M011 which exercises an option for 390 hours pursuant to Special Provision H.40.
- 2. This modification impacts the contract amount. For funding, administrative and page substitution purposes, this modification follows prior Modification P00164. This modification increases funding for CLIN 0003. This action increases the total contract amount by \$50,000 from the prior amount of \$221,971,088 to a new total of \$222,021,088.

	<u>Prior</u>	This Change	<u>Total</u>
Estimated Cost	\$202,188,700	\$ 45,382	\$202,234,082
Fixed Fee	\$ 19,782,388	\$ 4,618	\$ 19,787,006
Cost Plus Fixed Fee	\$221,971,088	\$ 50,000	\$222,021,088

- 3. This modification acquires man-hours of support for STS-15 hours for US/UK A0-600 MWO JOINT PROJECT.
- 4. This modification serves as written notice pursuant to Special Provision H.,O, that the Government is acquiring 390 man-hours of systems technical support. These hours are being acquired on the following SubCLIN:

SubCLIN	Prior	This Change	<u>Total</u>
0003AA	49,967	390	50,357
TOTAL	49,967	390	50,357

Special Provisions B.7 and H.40 allow the Government added man-hours of support provided:

- a. Such hours do not exceed a maximum of 3,493,505.
- b. The hourly cost and fixed fee is proportionate to the estimated cost and fixed fee established for the entire 3,493,505 hours.
- c. The option is exercised prior to 30 November 2003.
- 5. This action is exercising the following option for 390 hours at \$128.21 per hour. Based on contractor input, the estimated costs will be at the negotiated rate of \$140.67 (\$128.83 estimated costs and \$11.84 fixed fee). A total of \$50,000 is being obligated for this action, with the projected \$(4,862) Variance to Estimated Negotiated Hourly Rate based on the following:

a.	Estimated Cost	390 hours	x	\$128.83	=	\$ 50,244
b.	Fixed Fee	390 hours	х	\$ 11.84	=	4,618
c.	CPFF			\$140.	57	\$ 54,862
d.	Variance to Estimated	Negotiated	Нοι	urly Rate		\$ (4,862)
e.	Total					\$ 50,000

- 6. The parties to this agreement acknowledge that the contract is changed as set forth below:
 - a. Paragraph B.7 and CLIN(s) 0003AA are revised. CLIN(s) 0003BX is added.
 - b. Section G is revised to add the appropriation and administrative data for this action.

*** END OF NARRATIVE A 165 ***

Reference No. of Document Being Continued PIIN/SIIN DAAE07-01-C-M011

MOD/AMD P00165

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Name of Offeror or Contractor: UNITED DEFENSE, L.P.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS				
0003	SECURITY CLASS: Unclassified				
0003AA	SERVICES LINE ITEM				\$\$_458,265.00
	NOUN: STS-TRANSMISSION 2				
	PRON: 7N0LCHR959 PRON AMD: 04 ACRN: AH AMS CD: 22306106				
	START OF WORK: DATE OF MOD			Estimated Cost:	
	COMPLETION DATE: 30 NOV 2004 LEVEL OF EFFORT: 50,357 Hours			Fixed Fee: CPFF:	\$ 551,184 \$ 5,816,123
	MODIFICATION: P00012, 61, 80, 85, 90, 110,				
	125, 162, 165				
	(End of narrative C001)				
	Inspection and Acceptance INSPECTION: Destination				
	INSPECTION: DESCRIBACION ACCEPTANCE: DESCRIBACION				
	Deliveries or Performance				
	DLVR SCH PERF COMPL REL CD QUANTITY DATE				
	001 0 30-NOV-2004				
	\$ 458,265.00				

Reference No. of Document Being Continued PIIN/SIIN DAAE07-01-C-M011

MOD/AMD P00165

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Name of Offeror or Contractor: UNITED DEFENSE, L.P

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0003BX	SERVICES LINE ITEM				\$\$
	NOUN: MLRS ENG CONFIGURATION PRON: PF3LCHY159 PRON AMD: 01 ACRN: DM AMS CD: 22306100011				
	SubCLIN for funding in support of CLIN 0003AA.				
	MODIFICATION: P00165				
	(End of narrative B001)				
	Inspection and Acceptance INSPECTION: Destination				
	Deliveries or Performance DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 0 30-NOV-2004				
	\$ 50,000.00				

Reference No. of Document Being Continued PIIN/SIIN DAAE07-01-C-M011

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Name of Offeror or Contractor: UNITED DEFENSE, L.P

M NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT

Reference No. of Document Being Continued

PIIN/SIIN DAAE07-01-C-M011 M

MOD/AMD P00165

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Name of Offeror or Contractor: UNITED DEFENSE, L.P.

B.1 to B.3 RESERVED

B.4 APPLICABILITY OF FEDERAL EXCISE TAX

Federal Excise Tax (FET) is not applicable to the contract items listed elsewhere in Section B of the contract. FET is not to be included in any prices under the contract.

B.5 CONTRACT DATA PRICE

The cost for data requirements of the contract is included within the cost plus fixed fee amounts for each CLIN.

B.6 BASIC - The Government Basic Award shall be 186,495 hours.

Estimated Hourly	Hourly
Cost	Fixed Fee
\$118.11	\$10.83

B.7 OPTION - ADDITIONAL SYSTEM TECHNICAL SUPPORT

In accordance with Paragraph H.40, the Government shall have the option to increase the number of system technical support hours by a maximum of 3,493,505. Hours optioned to date are 1,602,769, leaving 1,926,560 available for future option exercise. The hourly fixed fee listed below will remain in effect for option hours exercised in the specified time periods. The estimated hourly costs are for planning and budgetary purposes only and will vary from work directive to work directive. The funded amount for each work directive will be determined by the labor mix and Other Direct Costs (ODCs) for that specific effort.

			Estimated Hourly	Hourly
	FROM	Through	Cost	Fixed Fee
a)	Basic Contract Award	30 November 2001	\$118.11	\$10.83
b)	01 December 2001	30 November 2002	\$118.11	\$10.83
c)	01 December 2002	30 November 2003	\$128.83	\$11.84
d)	01 December 2003	30 November 2004	\$127.96	\$11.75
e)	01 December 2004	30 November 2005	\$130.25	\$11.96

Solely for purpose of determining the Estimated hourly rates the most likely usage rates follow. The Government reserves the right to divert from these estimates.

a)	Basic Contract Award	30 November	2001	438,505 man-hours
b)	01 December 2001	30 November	2002	735,000 man-hours
c)	01 December 2002	30 November	2003	775,000 man-hours
d)	01 December 2003	30 November	2004	740,000 man-hours
۵۱	01 December 2004	30 November	2005	805 000 man-houre

For informational purposes, listed are the actual hours, by CLIN and Work Directive, optioned for Years 1 and 2 of the contract:

CLIN	HOURS EXERCISED	FEE	
	YEAR 1 AND YEAR 2		
0001AA	595,983	\$10.83	
0001AB	216,574	\$10.83	Mod. P00131 incorporated additional year 2 hours.
0001AC	89,891	\$10.83	
0001AF	141,243	\$10.83	
0001AG	12,430	\$10.83	
0001AK	36,047	\$10.83	
0001AL	2,056	\$10.83	
0001AN	1,500	\$10.83	
0001AP	2,265	\$10.83	
0001AS	23,984	\$10.83	
0001AT	0	\$10.83	
0001AU	15,586	\$10.83	
0001BG	577	\$10.83	
0001BH	1,200	\$10.83	
0001BJ	17,650	\$10.83	
0001BK	6,861	\$10.83	
0001BL	59,150	\$10.83	
0001BX	6,850	\$10.83	

CONTINUATION SUPE	Reference No.	of Document	Being Continued	Page 7 of 9
CONTINUATION SHEET	PIIN/SIIN DAAE07	-01-C-M011	MOD/AMD P00165	
Name of Offeror or Contractor: UNITED	DEFENSE, L.P.			
001BY 2,510	\$10.83			
01BZ 208	\$10.83			
01CM 10,800	\$10.83			
01CN 760	\$10.83			
001CT 10,750	\$10.83			
001CU 810	\$10.83			
001CY 69,940	\$10.83			
001CZ 464	\$10.83			
001DD 3,714	\$10.83			
001DJ 5,218	\$10.83			
002AA 25,832	\$10.83			
002AB 0	\$10.83			
003AA 44,597	\$10.83			
004AA 2,330	\$10.83			
004AB 360	\$10.83			
004AC 0	\$10.83			
004AD 1,784	\$10.83			
004AE 10	\$10.83			
004AF 330	\$10.83			
005AA 85,641	\$10.83			
005AC 2,736	\$10.83			
006AA 790	\$10.83			
006AD 95	\$10.83	1	Mod. P00157 reduced by (305)	hours.
006AD 95 006AE 678	\$10.83 \$10.83		Mod. P00157 reduced by (305)	hours.
006AE 678		1	Mod. P00157 reduced by (305) Mod.P00131 incorporated addit Mod.P00157 reduced by (305) h	ional year 2 hours.
OTAL YEAR 1 AND YEAR 2 1,500,204	\$10.83	1	Mod.P00131 incorporated addit	ional year 2 hours.
DIAL YEAR 1 AND YEAR 2 1,500,204 of the control of	\$10.83 dtd 20 Dec 2002, Mod. P00112 HOURS EXERCISED	1	Mod.P00131 incorporated addit	ional year 2 hours.
006AE 678 OTAL YEAR 1 AND YEAR 2 1,500,204 of the control of the	\$10.83 dtd 20 Dec 2002, Mod. P00112 HOURS EXERCISED YEAR 1 AND YEAR 2	FEE	Mod.P00131 incorporated addit	ional year 2 hours.
ODGAE 678 OTAL YEAR 1 AND YEAR 2 1,500,204 of the control of the	\$10.83 dtd 20 Dec 2002, Mod. P00112 HOURS EXERCISED YEAR 1 AND YEAR 2 44,597	FEE 10.83 10.83	Mod.P00131 incorporated addit	ional year 2 hours. ours.
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DTAL YEAR 1 AND YEAR 2 1,500,204 of the control of	\$10.83 Atd 20 Dec 2002, Mod. P00112 HOURS EXERCISED YEAR 1 AND YEAR 2 44,597 25,832 95 790 678 88,377 6,046 38,408 412,672 31,039 22,314 399,957 113,999 153,165 598 17,884 86,119 2,330 1,784 370	FEE 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83	Mod.P00131 incorporated addit Mod.P00157 reduced by (305) h Mod.P00157 reduced by (305)	ional year 2 hours. cours.
DTAL YEAR 1 AND YEAR 2 1,500,204 of the control of	\$10.83 dtd 20 Dec 2002, Mod. P00112 HOURS EXERCISED YEAR 1 AND YEAR 2 44,597 25,832 95 790 678 88,377 6,046 38,408 412,672 31,039 22,314 399,957 113,999 153,165 598 17,884 86,119 2,330 1,784 370 330	FEE 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83	Mod.P00131 incorporated addit Mod.P00157 reduced by (305) h Mod.P00157 reduced by (305)	ional year 2 hours. cours.
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OTAL YEAR 1 AND YEAR 2 1,500,204 of the control of	\$10.83 dtd 20 Dec 2002, Mod. P00112 HOURS EXERCISED YEAR 1 AND YEAR 2 44,597 25,832 95 790 678 88,377 6,046 38,408 412,672 31,039 22,314 399,957 113,999 153,165 598 17,884 86,119 2,330 1,784 370 330 14,800	FEE 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83 10.83	Mod.P00131 incorporated addit Mod.P00157 reduced by (305) h Mod.P00157 reduced by (305)	ional year 2 hours. cours.

TOTAL YEAR 1 AND YEAR 2 WDs

1,500,204 dtd 20 Dec 2002, Mod.P00112 Mod. P00131 incorporated additional year 2 hours. Mod.P00157 reduced by (305) hours.

Reference No. of Document Being Continued

PIIN/SIIN DAAE07-01-C-M011

MOD/AMD P00165

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Name of Offeror or Contractor: UNITED DEFENSE, L.P.

B.7.1 OPTION - ADDITIONAL SYSTEM TECHNICAL SUPPORT FOR THE M113 FOV (ADDED BY CONTRACT MODIFICATION P00138)

Modification P00138 transfers 55,535 hours at the currently negotiated rates noted below from contract DAAE07-99-C-M036 to contract DAAE07-01-C-M011. In addition, Modification P00138 extends the option expiration date for these hours to 30 November 2003 to parallel the expiration date for option expiration of STS hours on gaining contract DAAE07-01-C-M011. Modification P00032 on contract DAAE07-99-C-M036 ceases all further option STS hours in support of the M113 FOV on contract DAAE07-99-C-M036.

B.7.1.1 Remaining Available Hours: 42,214

B.7.1.2 Total Estimated Cost: \$ 5,537,394.85 \$ 99.71/hour

B.7.1.3 Fixed Fee: \$ 507,034.55 \$ 9.13/hour

B.7.1.4 Total CPFF \$ 6,044,429.40 \$ 108.84/hour

B.8 The Contractor shall bill for fee only for hours incurred by the Prime Contractor and the following SubContractors:

Butler Services, Inc. General Dynamics Land Systems

*** END OF NARRATIVE B 001 ***

	CONTINUATION SHEET			Reference No. of Document Being Continued					Page 9 of 9
				PIIN/SIIN DAAE07-01-C-M011			MOD/AMD P00	MOD/AMD P00165	
Name of Offeror or Contractor: UNITED DEFENSE, L.P.									
ECTION	G - CONTRACT ADMINIS	STRATION	DATA						
	PRON/								
INE	AMS CD/		OBLG STAT/				INCREASE/DECREASE		CUMULATIV
TEM_	MIPR	<u>ACRN</u>	JOB ORD NO	_	PRIOR AMOUNT		AMOUNT		AMOUNT
003BX	PF3LCHY159	DM	1	\$	0.00	\$	50,000.00	\$	50,000.00
	22306100011		3PFLCH						
					NET CHANGE	\$	50,000.00		
ERVICE	NET CHANGE						ACCOUNTING		INCREASE/DECREAS
NAME	BY ACRN ACCOUNTING CLASSIFICATION						STATION		AMOUNT
rmy	DM	21	3203200003	5L5L06P2	2306131E8 S0102	1	W31G3H	\$	50,000.00
							NET CHANGE	\$	50,000.0

INCREASE/DECREASE
AMOUNT
\$ 50,000.00

<u>AMOUNT</u> 50,000.00

PRIOR AMOUNT OF AWARD

NET CHANGE FOR AWARD: \$ 221,971,088.00

CUMULATIVE

<u>OBLIG AMT</u> \$ 222,021,088.00